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Requester's Name

Address

Law Office
Mark L. Gaeta, P.A.
1000 SOUTH FEDERAL HIGHWAY
SUITE 103
FORT LAUDERDALE FL 333
Fort Lauderdale, Florida 33316-1110

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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-09/11/00--01101--005
*****35.00 *****35.00

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

R.A. & R.O.

Examiner's Initials *LET*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP 11 PM 5:17

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is:

UPSON DOWNS, INC.

2. The name and address if its present registered agent is:

Filings, Inc.
3732 N.W. 16th Street
Fort Lauderdale, Florida 33311

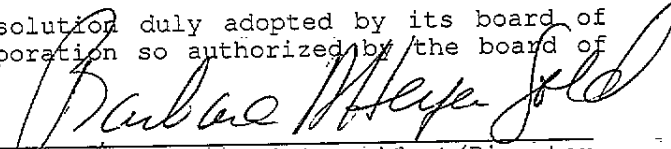
3. The name and address to which its registered agent is to be changed is:

Barbara A. Heyer Gold
1311 SE 4th Ave.
Ft. Lauderdale, FL 33316

4. The street address of its registered office and the street address of the business office of its registered agent, as changed are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Sign


Barbara A. Heyer Gold, President/Director

Date:

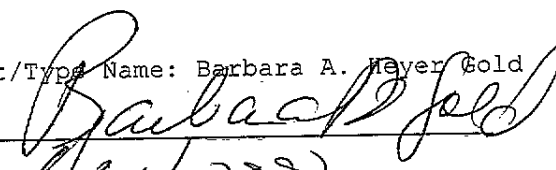
9/31/2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name: Barbara A. Heyer Gold

Signature

Date:


9/31/2000

Division of Corporations, FILING FEE \$35, P.O. Box 6327, Tallahassee, FL 32314